

PTO/SB/81 (09-03)

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**POWER OF ATTORNEY
and
CORRESPONDENCE ADDRESS
INDICATION FORM**

Application Number	09/865891
Filing Date	5/25/2001
First Named Inventor	Dana B. SWIR
Title	Evaluating Graphic Image Files
Art Unit	2623
Examiner Name	Jingge Wu
Attorney Docket Number	23052

I hereby appoint:

 Practitioners associated with the Customer Number:

30901

OR

 Practitioner(s) named below:

Name	Registration Number

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please recognize or change the correspondence address for the above-identified application to:

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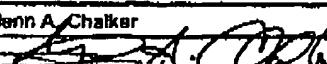
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<input type="checkbox"/>	Firm or Individual Name			
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<input type="checkbox"/>	Address			
<input type="checkbox"/>	City	State	Zip	
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<input type="checkbox"/>	Telephone	Fax		

I am the:

 Applicant/Inventor. Assignee of record of the entire interest. See 37 CFR 3.71.
Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/98)**SIGNATURE of Applicant or Assignee of Record**

Name	Glenn A. Chalker	MANAGING MEMBER - KIOSKNET, LLC	Telephone 918-362-3700
Signature			
Date	4/23/04		

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below.

 *Total of _____ forms are submitted.

This collection of information is required by 37 CFR 1.31 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 36 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 3 minutes to complete. Including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

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PTO/SB/98 (08-03)

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U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

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STATEMENT UNDER 37 CFR 3.73(b)Applicant/Patent Owner: KIDSMART, L.L.C.Application No./Patent No.: 09/865,891 Filed/Issue Date: 5/25/2001Entitled: Evaluating Graphic Image Files for Objectionable Content

KIDSMART, L.L.C.

(Name of Assignee)

a limited liability company

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. the assignee of the entire right, title, and interest; or
2. an assignee of less than the entire right, title and interest.
The extent (by percentage) of its ownership interest is _____ %

In the patent application/patent identified above by virtue of either:

A. [] An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____ or for which a copy thereof is attached.

OR

B. [✓] A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: Dana B. Swift To: Heartsoft, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____ or for which a copy thereof is attached.
2. From: Heartsoft, Inc. To: Selective Factors, L.L.C.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____ or for which a copy thereof is attached.
3. From: Selective Factors, L.L.C. To: KIDSMART, L.L.C.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

[] Additional documents in the chain of title are listed on a supplemental sheet.

[✓] Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

4/23/04GLENN A. CHALKERDate
9/18-362-3700Typed or printed nameTelephone numberSignatureManaging Member, KidSmart LLC
Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

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OCTOBER 19, 2001

PTAS



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 RANDALL K. MCCARTHY
 1800 MID-AMERICA TOWER
 20 NORTH BROADWAY
 OKLAHOMA CITY, OK 73102-8273

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APR 26 2004

UNITED STATES PATENT AND TRADEMARK OFFICE
 NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF
 THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS
 AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER
 REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE
 INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA
 PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD
 FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY
 CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.
 PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE,
 ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY,
 SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 08/14/2001

REEL/FRAME: 012076/0523
 NUMBER OF PAGES: 3

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

SWIFT, DANA B.

DOC DATE: 08/07/2001

ASSIGNEE:

HEARTSOFT, INC.
 3101 N. HEMLOCK CIRCLE
 BROKEN ARROW, OKLAHOMA 74012

SERIAL NUMBER: 09865891 ✓

FILING DATE: 05/25/2001
 ISSUE DATE:

PAULA MCCRAY, EXAMINER
 ASSIGNMENT DIVISION
 OFFICE OF PUBLIC RECORDS

OFFICIAL

RECEIVED

OCT 25 2001

04/25/2004 09:30 3618556069

1. Name of conveying party(ies):

Dana B. Swift

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment of U.S. Patent Application entitled EVALUATING GRAPHIC IMAGE FILES FOR OBJECTIONABLE CONTENT filed May 25, 2001.

Merger
 Security Agreement Change of Name
 Other

Execution Date: August 7, 2001

GEORGE S GRAY ATTY

PAGE 05

Name: Heartsoft, Inc.

Internal Address: _____

Street Address: 3101 N. Hemlock Circle

City: Broken Arrow State: OK ZIP: 74012

4 Application number(s) or patent number(s): _____

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)
09/865,891

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Randall K. McCarthy

Internal Address: _____

Street Address: Crowe & Dunlevy

1800 Mid-America Tower, 20 North Broadway

City: Oklahoma City State: OK Zip: 73102-8273

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 13-0110

(if additional fees required)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randall K. McCarthy

Name of Person Signing

Signature Reg. No. 39,297

August 14, 2001

Date

08/20/2001 T01A21 00000192 03062691 Total number of pages including cover sheet, attachments, and document: 3

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GEORGE S GRAY ATTY

PAGE 06

Receipt No. ET565425277U8 deposited on August 14, 2001

00023052

IN THE UNITED
RECOR

08-21-2001

PATENT APPLICATION
MARK OFFICE
HEET

AUG 14 2001



101817473

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

AFFIDAVIT OF PAMELA H. GOLDBERG

STATE OF OKLAHOMA)
)
COUNTY OF TULSA)
)

Pamela H. Goldberg, of lawful age, being first duly sworn, upon oath, states as follows:

1. I am counsel for Selective Factors, L.L.C. ("Selective") and have personal knowledge of promissory notes and other related security documents (the "Heartsoft Loan Documents"), that it holds from Heartsoft, Inc, a Delaware corporation, Heartsoft Software Company, an Oklahoma corporation, and Plug-Invention Technologies, Inc., an Oklahoma corporation (sometimes collectively, "Heartsoft").
2. On or about April 12, 2002, Selective gave notice to Heartsoft that Heartsoft, Inc. was in default of the Heartsoft Loan Documents, and that Selective intended to immediately exercise all of its rights and remedies under the Heartsoft Loan Documents and applicable law.
3. On or about April 16, 2002, Selective sent notice of its intention to sell the assets securing the Heartsoft, Inc. debt to all parties required by law to receive such notice, including a list of the assets to be sold and the date, time, and place of such sale.
4. Selective placed advertisements in the Tulsa World from April 16 through April 26 and the Wall Street Journal on April 22 and April 24, notifying the public of the sale.
5. On Friday, April 26, 2002, at approximately 10:00 a.m., I conducted, on behalf of Selective, a public sale of all assets of Heartsoft that were collateral for the debt owed to Selective.
6. Once those in attendance at the public sale signed the attendance register, I provided all an opportunity to review the asset list and the terms and procedures concerning the

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public sale. I then asked those in attendance whether they had any questions regarding the assets or the procedures for the sale. No questions or concerns were raised by those in attendance.

7. At approximately 10:15 a.m. I began the public sale by asking for an opening bid.

8. C. Philip Tholen, on behalf of and in capacity as Managing Member of Selective Factors, L.L.C., bid Five Hundred Thousand and No/100 Dollars (\$500,000.00) for all the assets as a credit bid on the debt owed to Selective.

9. I then asked for additional bids. After receiving no further bids, I announced that bidding would close unless another bid was made.

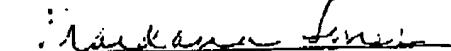
10. No other bids were received. Therefore, I announced that Selective was the high bidder and that the assets were sold to Selective for the purchase price of Five Hundred Thousand and No/Dollars (\$500,000.00) as a credit bid on the debt owed to Selective.

11. I then announced that the public sale was completed and provided copies of the attendance register for those who requested a copy.

Further, Affiant saith not.

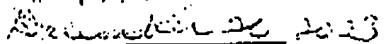

PAMELA H. GOLDBERG

Subscribed and sworn to before me this 30th day of April, 2002.


Notary Public

My Commission Expires:

04/26/2004


April 26, 2004

(Seal)

269498.1:23:284:00820

ASSIGNMENT AND BILL OF SALE

THIS ASSIGNMENT AND BILL OF SALE ("Assignment") is made and entered into this 27th day of April, 2002, by and between Selective Factors, L.L.C. ("Selective") and Kidsmart, L.L.C. ("Kidsmart").

Now, therefore, for good and valuable consideration, in the amount of \$500,000.00, the receipt and sufficiency of which are hereby acknowledged, Selective hereby bargains, sells, assigns, grants and conveys unto Kidsmart all of Selective's right, title and interest in and to all of the assets listed on Schedule A attached hereto, free and clear of all liens and encumbrances.

IN WITNESS WHEREOF, the parties have executed this Assignment as of this 27th day of April, 2002.

KIDSMART, L.L.C.

By:


Glenn A. Chalker, Trustee
Glenn A. Chalker Revocable Trust
Member

SELECTIVE FACTORS, L.L.C.

By:


C. Philip Tholen, Managing Member

SCHEDULE A**NON-INTELLECTUAL PROPERTY**

All accounts and notes receivable

All inventory & supplies

All furniture, fixtures, and equipment owned

Computers, network equipment, printers, and ancillary equipment

Telephone system and telephones including cell phones

Office furniture, furnishings, warehouse equipment, production machinery, etc.

Office machines

INTELLECTUAL PROPERTY

All files, records, manuals, etc., electronic or otherwise, associated with the intellectual or personal property

All Customer Lists

Heartsoft-developed Sales Database Software & data files

Interest in any Joint Ventures

All packaging designs, reseller kit designs, etc.

Rights under any licenses of third-party software or intellectual property inherent to any of Heartsoft's Intellectual proper

All Registered Trademarks, Service Marks, Tradenames, etc., including, but not limited to the following:

"Heartsoft"

"Internet Safari"

"The Heartsoft Bestsellers"

"The Heartsoft K-8 Library"

"Thinkology"

"Plug-inventions Technology"

The Logo "Heartsoft" with or without the "globe" or the "diamond/heart"

The Logo "Internet Safari" with or without the mascot (Sydney) and background

Reseller/distribution agreements

All Patents, patent filings, etc., including the Patent pending for "Evaluating Graphic Image Files For Objectionable Co

All business, programming, operating system, design, etc. software licensed from third parties

All customer support, technical support and warranty records whether paper, electronic, etc.

All Copyrights and/or Copyrighted material

Web-site content and Domain names for www.heartsoft.com, www.internet-safari.com, and www.thinkology

Advertising material

Graphics associated with published and unpublished software programs/titles

All Software Products/Titles including source code, master cd's, documentation, lesson plans, etc., including, but not limited to the following:

(including any and all language versions)

Internet Safari

Thinkology (The series of three titles (Clarity, Accuracy, & Logic) plus 4th and 5th title in development)

The K-8 Library

The Heartsoft Bestsellers

Billiards n' Homonyms

Billiards n' Homonyms - Spanish Version

Billiards n' Antonyms

Billiards n' Synonyms
Bugglegum Machine
Bugglegum Machine - Spanish Version
Coin Changer
Coin Changer - Spanish Version
Electric Coloring Book
Electric Coloring Book - Spanish Version
Electric Math Chalkboard
Electric Math Chalkboard - Spanish Version
Great American States Race
Great American States Race - Spanish Version
Knowing English (2 titles)
Memory Master
Memory Master - Spanish Version
Reading Comprehension
Reading Rodeo
Reading Rodeo - Spanish Version
Skill Builders Series (16 titles - English, Health, Science, & Social Studies
Sleuth Master
Sleuth Master - Spanish Version
Spelling Book (5 titles)
Spinner's Choice
Spinner's Choice - Spanish Version
Tommy the Time Turtle
Tommy the Time Turtle - Spanish Version
Word Capture
Word Capture - Spanish Version
The Heartsoft Knowledge Construction Set
All documentation supporting all software titles
All Work-in-Progress whether internally produced or contracted out...

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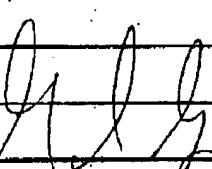
APR 26 2004

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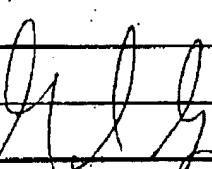
TRANSMITTAL FORM <i>(to be used for all correspondence after initial filing)</i>		Application Number	09/865,891
		Filing Date	5/25/2001
		First Named Inventor	Dana B. Swift
		Art Unit	2623
		Examiner Name	Jingge Wu
Total Number of Pages in This Submission	11	Attorney Docket Number	23052

ENCLOSURES (Check all that apply)		
<input type="checkbox"/> Fee Transmittal Form <input type="checkbox"/> Fee Attached <input type="checkbox"/> Amendment/Reply <input type="checkbox"/> After Final <input type="checkbox"/> Affidavits/declaration(s) <input type="checkbox"/> Extension of Time Request <input type="checkbox"/> Express Abandonment Request <input type="checkbox"/> Information Disclosure Statement <input type="checkbox"/> Certified Copy of Priority Document(s) <input type="checkbox"/> Response to Missing Parts/ Incomplete Application <input type="checkbox"/> Response to Missing Parts under 37 CFR 1.52 or 1.53	<input type="checkbox"/> Drawing(s) <input type="checkbox"/> Licensing-related Papers <input type="checkbox"/> Petition <input type="checkbox"/> Petition to Convert to a Provisional Application <input checked="" type="checkbox"/> Power of Attorney, Revocation <input type="checkbox"/> Change of Correspondence Address <input type="checkbox"/> Terminal Disclaimer <input type="checkbox"/> Request for Refund <input type="checkbox"/> CD, Number of CD(s) _____	<input type="checkbox"/> After Allowance communication to Technology Center (TC) <input type="checkbox"/> Appeal Communication to Board of Appeals and Interferences <input type="checkbox"/> Appeal Communication to TC (Appeal Notice, Brief, Reply Brief) <input type="checkbox"/> Proprietary Information <input type="checkbox"/> Status Letter <input type="checkbox"/> Other Enclosure(s) (please identify below):
Remarks		

SIGNATURE OF APPLICANT, ATTORNEY, OR AGENT	
Firm or Individual name	George S. Gray
Signature	
Date	

CERTIFICATE OF TRANSMISSION/MAILING

I hereby certify that this correspondence is being facsimile transmitted to the USPTO or deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450 on the date shown below.

Typed or printed name	George S. Gray	
Signature		Date

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